

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

DISNEY ENTERPRISES, INC.,	X	
	:	
Plaintiff,	:	CIVIL ACTION
	:	NO: 13-CV-6338 (NG) (SMG)
-against-	:	
	:	
FINANZ ST. HONORÉ, B.V.,	:	
	:	
Defendant.	:	
	X	

**AFFIDAVIT OF KATHLEEN M. PATRICK**

I, Kathleen M. Patrick, being first duly sworn, deposes and says that I have personal knowledge of the facts recited herein except as otherwise noted, and that I am authorized to make this Affidavit on behalf of Patriarch Partners Agency Services, LLC (“PPAS”), in its capacity as administrative agent for certain Secured Lenders of Finanz St. Honoré B.V. (“Finanz”). I further state as follows:

1. I have access to, and care, custody and control of the Credit Agreement dated as of April 25, 2007 pursuant to which CapitalSource Finance LLC, assignee of Wachovia Bank, National Association, in its capacity as retiring agent (Wachovia being the “Original Agent” and CapitalSource being the “Retiring Agent”) assigned Retiring Agent’s continuing security interests in and to all of Finanz’s present and future collateral (the “Finanz Collateral”) to PPAS, as Administrative Agent for certain Secured Lenders, as security for a revolving loan, as amended by the Third Amended and Restated Loan and Security Agreement (the “Security Agreement”) from the Secured Lenders to Finanz, and the related financing documents executed by Finanz.

2. A true and authentic copy of the Security Agreement is attached hereto as Exhibit A.

3. I also have access to, and care, custody and control of the UCC financing statements perfecting PPAS's security interests in the Finanz Collateral, which UCCs were filed in Florida, Pennsylvania, Delaware and Washington, DC on or about April 27, 2007.

4. True and authentic copies of UCCs perfecting PPAS's security interests in the Finanz Collateral are attached hereto at Exhibit B.

5. I further have access to, and care, custody and control of the Trademark, Copyright and Patent Collateral Assignment and Security Agreements which further formalized Finanz's assignment of security interests in the Finanz intellectual property to PPAS (collectively, the "IP Assignments"), which IP Assignments were subsequently filed with the United States Patent and Trademark Office and the United States Copyright Office on or about August 2007.

6. True and authentic copies of the IP Assignments are attached hereto at Exhibit C, D and E, respectively. True and authentic copies of the USPTO/USCO filing records with respect to the IP Assignments are attached hereto at Exhibit F.

7. These records were made at or near the time the events recorded therein occurred and were made by, or from information transmitted by, a person with knowledge of those events. These records were kept in the regularly-conducted course of business of PPAS. It is regular practice of PPAS to make and keep these records.

8. I also have access to, and care, custody and control of financial records concerning the indebtedness of Finanz to the secured lenders for which PPAS acts as an Administrative Agent.

9. As of May 1, 2017, when this Court entered the attachment order granting Plaintiff a pre-judgment judicial lien on the Finanz Collateral, the amount of debt owed to PPAS was in excess of the value of the Finanz Collateral as of that date.

  
Kathleen M. Patrick

Sworn to before me this  
26<sup>th</sup> day of July, 2017

  
Notary Public

**CARLOS E. MERCADO**  
Notary Public, State of New York  
No. 01ME6154614  
Qualified in Kings County  
Commission Expires October 23, 2018